

EXHIBIT 11

[Assignment of Membership]

ASSIGNMENT OF MEMBERSHIP INTEREST

THIS ASSIGNMENT ("Assignment") is made effective as of November 1, 2018, by and among *DHD Ventures Capital, LLC*, as "Assignor", and *Trason Elm, LLC*, as "Assignee" and *Homestate Asset Management, LLC*, as "Company."

RECITALS:

WHEREAS, Assignor is the sole member of the Company; and

WHEREAS, Assignor owns one-hundred (100) membership units in the Company, which represents a 100% Membership Interest in the Company (the "Membership Interest"); and

WHEREAS, Assignor is desirous of assigning and transferring a portion of its Membership Interest to the Assignee so that Assignee will be an owner of forty-nine (49) membership units in the Company, which represents a 49% Membership Interest in the Company.

NOW, THEREFORE, for good and valuable consideration, the parties agree as follows:

1. Assignor represents and warrants that it owns a 100% Membership Interest in the Company.
2. Assignor hereby transfers and assigns 49% of its Membership Interest in the Company, for good and valuable consideration, to the Assignee.
3. The Amended and Restated Operating Agreement dated October 29, 2013, shall be amended to show that the Assignee is the owner of forty-nine (49) membership units in the Company, which represents a 49% Membership Interest in the Company.
4. The Amended and Restated Operating Agreement dated October 29, 2013, shall be further amended to show the following Membership Interest of the Company:

DHD Ventures Capital, LLC	-	51%
Trason Elm, LLC	-	49%

5. The Amended and Restated Operating Agreement dated October 29, 2013 shall be further amended to give the Assignee the option to acquire 11 units in Homestate Asset Management, LLC (Assignor) for One Dollar (\$1) for a period of 10 years.

6. The Amended and Restated Operating Agreement dated October 29, 2013 shall be further amended so that Assignee shall receive 65% of the tax writeoffs for 5 years based on cost segregation

study to be performed by ELB Consulting effective 1/1/2018.

7. The Amended and Restated Operating Agreement dated October 29, 2013 shall be further amended as follows:

a. Section 3.1 will be amended to state that "Such distributions shall be allocated to the Members in the same proportion as its ownership interest"

b. Section 4.1.1 shall be revised to eliminate the first sentence beginning with "Except as may be otherwise provided...." And replaced with "All decisions listed below require affirmative vote of all members, except after the primary loan is refinanced at which time decisions will require majority owner vote".

c. The first sentence of Section 4.4 shall be revised to state: "Except as otherwise set forth in this Agreement, the Manager and Daniel Elstein will share in the power and authority on behalf of the Company to:"

d. Manager will provide monthly financials to all owners within 20 days of month end.


This agreement may be signed in counterpart.

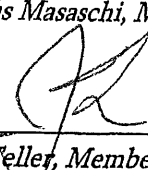
IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date first above written.

Assignor:

DHD VENTURES CAPITAL, LLC,

By:

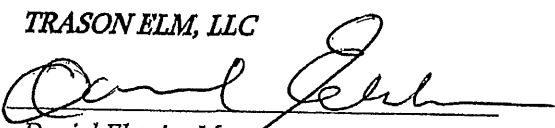

Thomas Masaschi, Member/Manager


Jason Teller, Member

Assignee:

TRASON ELM, LLC

By:


Daniel Elstein, Manager

Company:


~~HOMESTATE ASSET MANAGEMENT, LLC~~

By:


Thomas Masaschi, Manager

New York
STATE OF NORTH CAROLINA)
Monroe) ss.:
COUNTY OF MECKLENBURG)


On the 7 day of Nov, 2018, before me, the undersigned, a Notary Public in and for said State, personally appeared Jason Teller, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.


Notary Public

STATE OF NEW YORK)
) ss.:
COUNTY OF MONROE)

Mary Anne Luttrell
Notary Public in the State of New York
Qualified in Monroe County
No. 01LU6134248
Commission Expires September 26, 2018 *21*

On the 7 day of Nov, 2018, before me, the undersigned, a Notary Public in and for said State, personally appeared Thomas Masaschi, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.


Notary Public

Mary Anne Luttrell
Notary Public in the State of New York
Qualified in Monroe County
No. 01LU6134248
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